



ATTORNEY'S DOCKET NO. CIS00-3127

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicant: David K. Gifford
Serial No.: 09/472,964
For: REPLICA ROUTING
Filing Date: December 28, 1999
Art Unit: 2756
Former Attorney Docket No: 06105/003002
New Attorney Docket Number: CIS00-3127

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Certificate of Mailing Under 37 C.F.R. §1.10

I hereby certify that this correspondence is being deposited with the United States Postal Service with sufficient postage as First Class Mail in an envelope addressed to: Assistant Commissioner for Patents, Washington, D.C. 20231 on

Date: August 10, 2000

By: Barry W. Chapin, Reg. No. 39,934
(Typed or printed name of person mailing
Document, whose signature appears below)

Signature: Barry W. Chapin

REVOCATION OF POWERS OF ATTORNEY
AND APPOINTMENT OF NEW ATTORNEYS AND/OR AGENTS

Assistant Commissioner for Patents
Washington, D.C. 20231

Sir:

Cisco Systems, Inc., a corporation organized and existing under the laws of the State of California and having a usual place of business at 170 West Tasman Drive, San Jose, California 95134-1706, which is the owner and assignee of the entire right, title and interest in the above-identified pending U.S. patent application, hereby appoints Registered U.S. Patent Attorneys:

Barry W. Chapin, Reg. No. 39,934 and David E. Huang, Reg. No. 39,229

as well as any other patent attorneys and/or patent agents associated with:

Chapin & Huang, L.L.C.
Westborough Office Park
1700 West Park Drive
Westborough, Massachusetts 01581
Customer No. 022468

to further direct and prosecute matters in connection with the above-identified application and any divisions or continuations thereof and to conduct all business

in the United States Patent and Trademark Office. **All previously granted Powers of Attorney are hereby revoked.**

Certification under 37 C.F.R. §3.73(b) in the form of a copy of a Merger Document, indicating that Cisco Systems, Inc., has acquired all right, title and interest in assets assigned to the former Assignee Sightpath, Inc., including this pending patent application, is submitted herewith.

Please update Patent Office records to reflect that the **new Attorney Docket Number for this application is: CIS00-3127.**

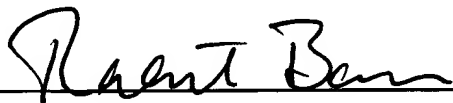
Please direct all telephone and facsimile or other correspondence to:

Barry W. Chapin, Esq.
USPTO Registration No. 39,934
CHAPIN & HUANG, L.L.C.
Westborough Office Park
1700 West Park Drive
Westborough, Massachusetts 01581
United States of America
Tel: (508) 366-9600
Fax: (508) 616-9805

Respectfully submitted,

CISCO SYSTEMS, INC.

By:

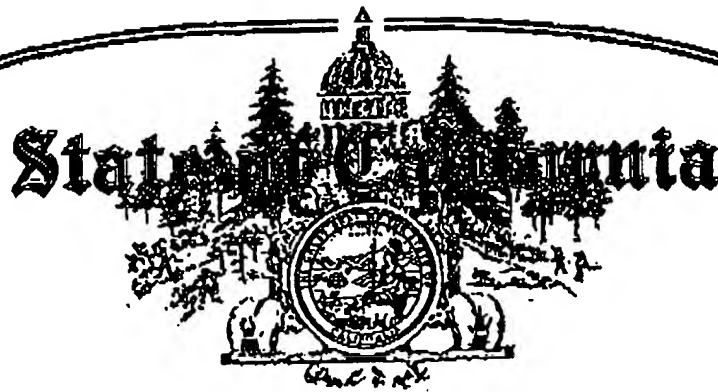
_____

Title:

Date:



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SECRETARY OF STATE



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I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 9 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

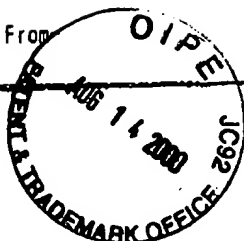
IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUN 28 2000



Bill Jones

Secretary of State



A0545456

1103477 Suen AGREEMENT OF MERGER

OF

CISCO SYSTEMS, INC.,

AND

SIGHTPATH, INC.

FILED *OPR*In the Office of the Secretary of State
of the State of California

MAY 16 2000

BILL JONES, Secretary of State

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This Agreement of Merger is dated as of the 16th day of May, 2000 ("Merger Agreement"), between Cisco Systems, Inc., a California corporation ("Acquiror"), and SightPath, Inc., a Delaware corporation ("Target").

RECITALS

A. Target was incorporated in the State of Delaware and immediately prior to the Effective Time of the Merger (as defined below) will have outstanding 4,781,544 shares of Common Stock ("Target Common Stock") and 6,597,222 shares of Preferred Stock ("Target Preferred Stock").

B. Acquiror and Target have entered into an Agreement and Plan of Merger and Reorganization (the "Agreement and Plan of Reorganization") providing for certain representations, warranties, covenants and agreements in connection with the transactions contemplated hereby. This Merger Agreement and the Agreement and Plan of Reorganization are intended to be construed together to effectuate their purpose.

C. The Boards of Directors of Target and Acquiror deem it advisable and in their mutual best interests and in the best interests of the shareholders of Target, that Target be acquired by Acquiror through a merger ("Merger") of Target with and into Acquiror.

D. The Boards of Directors of Acquiror and Target and the shareholders of Target have approved the Merger.

AGREEMENTS

The parties hereto hereby agree as follows:

1. Target shall be merged with and into Acquiror, and Acquiror shall be the surviving corporation.
2. The Merger shall become effective at such time (the "Effective Time") as this Merger Agreement and the officers' certificate of Target are filed with the Secretary of State of the State of California pursuant to Section 1103 of the Corporations Code of the State of California.
3. At the Effective Time of the Merger (i) each outstanding share of Target Preferred Stock will convert into one share of Target Common Stock; (ii) all shares of



Target Common Stock that are owned directly or indirectly by Target, Acquiror or any other direct or indirect wholly owned subsidiary of Target or Acquiror shall be cancelled, and no securities of Acquiror or other consideration shall be delivered in exchange therefor; and (iii) each of the issued and outstanding shares of Target Common Stock (other than shares, if any, held by persons who have not voted such shares for approval of the Merger and with respect to which such persons shall become entitled to exercise dissenters' rights in accordance with the General Corporation Law of the State of Delaware ("Delaware Law"), referred to hereinafter as "Dissenting Shares") shall be converted automatically into and exchanged for 0.7933703 of a share of Acquiror Common Stock; provided, however, that no more than 11,419,970 shares of Common Stock of Acquiror shall be issued in such exchange (including Acquiror Common Stock reserved for issuance upon exercise of Target options and Target warrants assumed by Acquiror). Those shares of Acquiror Common Stock to be issued as a result of the Merger are referred to herein as the "Acquiror Shares".

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4. Any Dissenting Shares shall not be converted into Acquiror Common Stock but shall be converted into the right to receive such consideration as may be determined to be due with respect to such Dissenting Shares pursuant to Delaware Law. If after the Effective Time any Dissenting Shares shall lose their status as Dissenting Shares, then as of the occurrence of the event which causes the loss of such status, such shares shall be converted into Acquiror Common Stock in accordance with Section 3.

5. Notwithstanding any other term or provision hereof, no fractional shares of Acquiror Common Stock shall be issued, but in lieu thereof each holder of shares of Target Common Stock who would otherwise, but for rounding as provided herein, be entitled to receive a fraction of a share of Acquiror Common Stock shall receive from Acquiror an amount of cash equal to the per share market value of Acquiror Common Stock deemed to be \$69.84 multiplied by the fraction of a share of Acquiror Common Stock to which such holder would otherwise be entitled. The fractional share interests of each Target shareholder shall be aggregated, so that no Target shareholder shall receive cash in an amount greater than the value of one full share of Acquiror Common Stock.

6. The conversion of Target Common Stock into Acquiror Common Stock and Target Preferred Stock into Target Common Stock as provided by this Merger Agreement shall occur automatically at the Effective Time of the Merger without action by the holders thereof. Each holder of Target Common Stock and Target Preferred Stock shall thereupon be entitled to receive shares of Acquiror Common Stock in accordance with the Agreement and Plan of Reorganization.

7. At the Effective Time of the Merger, the separate existence of Target shall cease, and Acquiror shall succeed, without other transfer, to all of the rights and properties of Target and shall be subject to all the debts and liabilities thereof in the same manner as if Acquiror had itself incurred them. All rights of creditors and all liens upon the property of each corporation shall be preserved unimpaired, provided that such liens upon property of Target shall be limited to the property affected thereby immediately prior to the Effective Time of the Merger.



8. This Merger Agreement is intended as a plan of reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended.

9. (a) The Amended and Restated Articles of Incorporation of Acquiror in effect immediately prior to the Effective Time shall be the Amended and Restated Articles of Incorporation of the Surviving Corporation unless and until thereafter amended.

(b) The Bylaws of Acquiror in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation unless and until amended or repealed as provided by applicable law, the Articles of Incorporation of the Surviving Corporation and such Bylaws.

(c) The directors and officers of Acquiror immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation.

10. (a) Notwithstanding the approval of this Merger Agreement by the shareholders of Target, this Merger Agreement shall terminate forthwith in the event that the Agreement and Plan of Reorganization shall be terminated as therein provided.

(b) In the event of the termination of this Merger Agreement as provided above, this Merger Agreement shall forthwith become void and there shall be no liability on the part of Target or Acquiror or their respective officers or directors, except as otherwise provided in the Agreement and Plan of Reorganization.

(c) This Merger Agreement may be signed in one or more counterparts, each of which shall be deemed an original and all of which shall constitute one agreement.

(d) This Merger Agreement may be amended by the parties hereto any time before or after approval hereof by the shareholders of Target; but, after such approval, no amendments shall be made which by law require the further approval of such shareholders without obtaining such approval. This Merger Agreement may not be amended except by an instrument in writing signed on behalf of each of the parties hereto.

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IN WITNESS WHEREOF, the parties have executed this Merger Agreement as of the date first written above,

CISCO SYSTEMS, INC.

By: John T. Chambers
John T. Chambers, President

By: Larry R. Carter
Larry R. Carter, Secretary

TARGET

By: _____
James Ricotta, President

By: _____
Martin Meyer, Secretary

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[SIGNATURE PAGE TO AGREEMENT OF MERGER]



**OFFICERS' CERTIFICATE
OF
ACQUIROR**

The undersigned, John T. Chambers and Larry R. Carter, hereby certify on behalf of Cisco Systems, Inc., a California corporation ("Acquiror"), that Mr. Chambers is the duly elected President and Chief Executive Officer and Mr. Carter is the duly elected Senior Vice President, Chief Financial Officer and Secretary of Acquiror and they further certify on behalf of Acquiror that:

1. They are the duly elected, acting and qualified President and Secretary, respectively, of Acquiror.
2. There are two authorized classes of shares, consisting of 20,000,000,000 shares of Common Stock, of which 7,000,771,574 shares are issued and outstanding, and 5,000,000 shares of Preferred Stock, none of which are issued and outstanding.
3. The Agreement of Merger in the form attached was approved by the Board of Directors of Acquiror in accordance with the California Corporations Code.
4. No vote of the shareholders of Acquiror was required pursuant to Section 1201(b) of the California Corporations Code.

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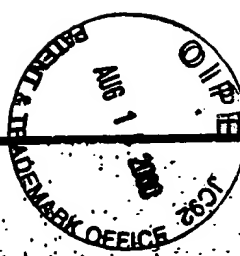


Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true of their own knowledge. Executed in San Jose, California on May 16, 2000.

By: John Z. Chandler
President and Chief Executive Officer

By: Lain Stork
Senior Vice President, Chief Financial Officer and Secretary

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OFFICERS' CERTIFICATE
OF
SIGHTPATH, INC.

James Ricotta, President, and Martin Meyer, Secretary, of SightPath, Inc., a corporation duly organized and existing under the laws of the State of Delaware (the "Corporation"), do hereby certify:

1. They are the duly elected, acting and qualified President and the Secretary, respectively, of the Corporation.
2. There are two authorized classes of shares, consisting of 20,000,000 shares of Common Stock, par value \$.01 per share, and 8,597,222 shares of Preferred Stock, par value \$.01 per share. On the record date for the vote on the Agreement of Merger, there were 4,739,708 shares of Common Stock, 3,791,667 shares of Series A Preferred Stock and 2,805,555 shares of Series B Preferred Stock outstanding and entitled to vote on the Agreement of Merger in the form attached.
3. The Agreement of Merger in the form attached was duly approved by the Board of Directors of the Corporation in accordance with the General Corporation Law of the State of Delaware.
4. Approval of the Agreement of Merger by the holders of at least 50% of the Corporation's Common Stock and Preferred Stock voting together as a class and not less than a majority of the Corporation's Preferred Stock was required. The percentage of the outstanding shares of each class of the Corporation's shares entitled to vote on the

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Agreement of Merger which voted to approve the Agreement of Merger equaled or



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IN WITNESS WHEREOF, the parties have executed this Merger Agreement as of the date first written above.

CISCO SYSTEMS, INC.

By: _____
John T. Chambers, President

By: _____
Larry R. Carter, Secretary

SIGHTPATH, INC.

By: _____
James Ricotta, President

By: _____
Martin Meyer, Secretary

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[SIGNATURE PAGE TO AGREEMENT OF MERGER]